

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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NOTICE OF HEARING ON FIRST DAY MOTIONS

PLEASE TAKE NOTICE THAT on October 8, 2005 (the "Petition Date"), Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates (the "Affiliate Debtors"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions for reorganization relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 - 1330, as amended (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that on October 8, 2005, the Bankruptcy Court entered the following orders (copies of which may be obtained at www.delphidocket.com):

1. **"Joint Administration"** - Order Authorizing Joint Administration (Agenda Item No. 1; Docket No. 28);
2. Order Authorizing Admission Pro Hac Vice Of John Wm. Butler, Jr., John K. Lyons And Ron E. Meisler (Agenda Item No. 2; Docket No. 33);
3. Order Authorizing Admission Pro Hac Vice Of Charles E. Brown And Joseph E. Papelian (Agenda Item No. 3; Docket No. 34);
4. **"Human Capital Obligations"** - Bridge Order Under 11 U.S.C. §§ 105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Agenda Item No. 10; Docket No. 31);
5. **"Essential Suppliers"** - Bridge Order Under 11 U.S.C. §§ 105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Agenda Item No. 15; Docket No. 30);
6. **"Foreign Creditors"** - Bridge Order Under 11 U.S.C. §§ 105(a) And 363(b) Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Agenda Item No. 16; Docket No. 32);

7. **"Administrative Expense"** - Bridge Order Under 11 U.S.C. § 503(b) Confirming Grant Of Administrative Expense Status To Obligations Arising From Postpetition Delivery Of Goods And Authorizing Debtors To Pay Such Obligations In Ordinary Course Of Business (Agenda Item No. 18; Docket No. 35);
8. **"Shipping And Customs"** - Bridge Order Under 11 U.S.C. §§ 105 And 363(b), 1107, And 1108 Authorizing Payment Of Certain Prepetition (I) Shipping And Delivery Charges For Goods In Transit And (II) Customs Duties (Agenda Item No. 20; Docket No. 40);
9. **"Cash Management"** - Bridge Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Priority Status For Postpetition Intercompany Transactions (Agenda Item No. 22; Docket No. 36);
10. **"Investment Guidelines"** - Bridge Order Under 11 U.S.C. § 345 Authorizing Continued Use Of Existing Investment Guidelines (Agenda Item No. 23; Docket No. 38);
11. **"Customer Programs"** - Bridge Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing The Debtors To Honor Prepetition Obligations To Customers And To Otherwise Continue Customer Programs In Ordinary Course Of Business (Agenda Item No. 24; Docket No. 39);
12. **"Cash Collateral"** - Bridge Order Under 11 U.S.C. §§ 361, 362, And 363 Authorizing Use Of Cash Collateral And Adequate Protection To Prepetition Secured Parties (Agenda Item No. 28; Docket No. 46); and
13. **"Derivative Contracts"** - Bridge Order Under 11 U.S.C. §§ 105, 363, 1107, And 1108 And Fed. R. Bankr. P. 4001 Authorizing Debtors To Enter Into, Continue Performance Under, And Provide Credit Support Under Derivative Contracts (Agenda Item No. 30; Docket No. 45).

PLEASE TAKE FURTHER NOTICE THAT a hearing will be held on October 11, 2005 at 4:00 p.m. (Eastern Time), or as soon thereafter as counsel can be heard, before the Honorable Judge Robert D. Drain, United States Bankruptcy Judge for the Southern District of New York, Room 601, 6th Floor, One Bowling Green, New York, New York 10004, to consider the following motions filed by the Debtors on the Petition Date:

1. **"Consolidated Lists"** - Motion For Order Under 11 U.S.C. § 521 And Fed. R. Bankr. P. 1007(a) Authorizing Debtors To (I) Prepare Consolidated List Of

Creditors And Equity Security Holders In Lieu Of Mailing Matrix, (II) File Consolidated List Of 50 Largest Unsecured Creditors, And (III) Mail Initial Notices (Agenda No. 6, Final Order);

2. **"Extension For Schedules"** - Motion For Order Under 11 U.S.C. § 521(l) And Fed. R. Bankr. P. 1007 And 9006(b) Granting Extension Of Time For Debtors To File Schedules And Statements (Agenda No. 7, Final Order);
3. **"Case Management"** - Motion For Order Under 11 U.S.C. §§ 102(1) And 105 And Fed. R. Bankr. P. 2002(m), 9006, 9007, And 9014 Establishing (I) Omnibus Hearing Dates, (II) Certain Notice, Case Management, And Administrative Procedures, And (III) Scheduling Initial Case Conference In Accordance With Local Bankr. R. 1007 2(e) (Agenda No. 8, Final Order);
4. **"Interim Compensation"** - Motion For Administrative Order Under 11 U.S.C. § 331 (I) Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (Agenda No. 9, Scheduling Order Only);
5. **"Human Capital Obligations"** - Motion For Order Under 11 U.S.C. §§105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In The Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Agenda No. 10, Final Order);
6. **"KECP Program"** - Motion For Order Under §§ 105 And 363 Authorizing The Debtors To Implement A Key Employee Compensation Program (Agenda No. 11, Scheduling Order Only);
7. **"Section 1113 And 1114 Scheduling Order"** - Motion For Scheduling Order On Debtors' Motions To (I) Reject Collective Bargaining Agreements Under Section 1113(c) And (II) Eliminate Retiree Medical And Life Insurance Benefits For Union-Represented Retirees Under Section 1114(g) (Agenda No. 12, Final Scheduling Order);
8. **"Retiree Committee"** - Motion For Order (I) Appointing Unions As Authorized Representatives For Union-Represented Retirees Under 11 U.S.C. §§ 1114(c) And 1114(d) Or, In The Alternative, (II) Establishing Procedures For Solicitation, Nomination, And Appointment Of Committee Of Retired Employees (Agenda No. 13, Final Order);
9. **"Protective Order"** - Motion For Protective Order Under 11 U.S.C. §§1113(d)(3) And 1114(k)(3) (Agenda No. 14, Final Order);
10. **"Essential Suppliers"** - Motion For Order Under 11 U.S.C. §§105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation

Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Agenda No. 15, Final Order);

11. **"Foreign Creditors"** - Motion For Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Agenda No. 16, Final Order);
12. **"Non-Debtor Global Affiliates Notice"** - Motion For Order Under 11 U.S.C. §105 Enforcing Protections Of 11 U.S.C. §§ 362 And 525 And Approving Notice To Customers, Suppliers, And Other Stakeholders Of Debtors' Non-Debtor Global Affiliates; (Agenda No. 17, Final Order)
13. **"Administrative Expense"** - Motion For Order Under 11 U.S.C. § 503(b) Confirming Grant Of Administrative Expense Status To Obligations Arising From Postpetition Delivery Of Goods And Authorizing Debtors To Pay Such Obligations In The Ordinary Course Of Business (Agenda No. 18, Final Order);
14. **"Reclamation"** - Motion For Order Under 11 U.S.C. §§ 362, 503, And 546 And Fed. R. Bankr. P. 9019 Establishing Procedures For Treatment Of Reclamation Claims (Agenda No. 19, Final Order);
15. **"Shipping And Customs"** - Motion For Order Under 11 U.S.C. §§ 105, 363(b), 1107, And 1108 Authorizing Payment Of Certain Prepetition (I) Shipping And Delivery Charges For Goods In Transit And (II) Customs Duties (Agenda No. 20, Final Order);
16. **"Lien Claimaints"** - Motion For Order Under 11 U.S.C. §§ 105, 363(b), 546(b), 1107 And 1108 Authorizing Payment Of Contractors And Service Providers In Satisfaction Of Liens (Agenda No. 21, Final Order);
17. **"Cash Management"** - Motion For Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Agenda No. 22, Final Order);
18. **"Investment Guidelines"** - Motion For Order Under 11 U.S.C. § 345 Authorizing Continued Use Of Existing Investment Guidelines (Agenda No. 23, Final Order);
19. **"Customer Programs"** - Motion For Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing Debtors To Honor Prepetition Obligations To Customers And Otherwise Continue Customer Programs In The Ordinary Course Of Business (Agenda No. 24, Final Order);

20. **"Taxes"** - Motion For Order Under 11 U.S.C. §§ 105(a), 363(b), 507(a)(8), 541, 1107, And 1108 Authorizing Debtors To Pay Prepetition Sales, Use, Trust Fund, And Other Taxes And Related Obligations (Agenda No. 25, Final Order);
21. **"Claims Trading"** - Motion For Order Under 11 U.S.C. §§ 105, 362, And 541 And Fed.R. Bankr. P. 3001 Establishing Notification And Hearing Procedures For Trading In Claims And Equity Securities (Agenda No. 26, Interim Order);
22. **"Utilities"** - Motion For Interim And Final Orders Under 11 U.S.C. §§ 105, 366, 503, And 507 (I) Prohibiting Utilities From Altering, Refusing, Or Discontinuing Services On Account Of Prepetition Invoices And (II) Establishing Procedures For Determining Requests For Additional Assurance (Agenda No. 27, Interim and Final Order);
23. **"DIP Financing"** - Motion For Order Under 11 U.S.C. §§ 105, 361, 362, 363, 364(c), 364(d) And 364(e) And Fed. R. Bankr. P. 2002, 4001, And 9014 (I) Authorizing Debtors To Obtain Secured Postpetition Financing On Superpriority Secured And Priming Basis, (II) Authorizing Use Of Cash Collateral, (III) Granting Adequate Protection To Prepetition Secured Lenders, (IV) Granting Interim Relief, And (V) Scheduling A Final Hearing Under Fed. R. Bankr. P. 4001 (b) And (c) (Agenda No. 28, Interim Order);
24. **"Insurance Financing"** - Motion For Order Under 11 U.S.C. §§ 361 And 363(b) And Fed. R. Bankr. P. 4001(c) Authorizing Debtors To Continue Honoring Prepetition Insurance Premium Finance Agreement And Continue Grant Of Security Interest To Insurance Premium Finance Company (Agenda No. 29, Scheduling Order Only);
25. **"Derivative Contracts"** - Motion For Order Under 11 U.S.C. §§ 105, 363, 1107, And 1108 And Fed. R. Bankr. P. 4001 Authorizing Debtors To Enter Into, Continue Performance Under, And Provide Credit Support Under Derivative Contracts (Agenda No. 30, Final Order);
26. **"Skadden Retention"** - Application For Order Under 11 U.S.C. §§ 327(a) And 329 And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates As Attorneys For Debtors-in-Possession And (II) Scheduling A Final Hearing Thereon (Agenda No. 31, Interim Order);
27. **"Togut Segal Retention"** - Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014(a) (I) Authorizing Employment And Retention Of Togut, Segal & Segal LLP As Conflicts Counsel For Debtors And (II) Scheduling Final Hearing Thereon (Agenda No. 32, Interim Order);
28. **"Shearman Retention"** - Application For Order Under 11 U.S.C. § 327(e) And Fed. R. Bankr. P. 2014 (I) Authorizing Employment And Retention Of Shearman & Sterling LLP As Special Counsel To Debtors And (II) Scheduling A Final Hearing Thereon (Agenda No. 33, Interim Order);

29. **"Groom Law Group Retention"** - Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of Groom Law Group Chartered As Special Employee Benefits Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Agenda No. 34, Interim Order);
30. **"O'Melveny & Myers Retention"** - Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of O'Melveny & Myers LLP As Special Labor Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Agenda No. 35, Interim Order);
31. **"Rothschild Retention"** - Application For Order Under 11 U.S.C. §§ 327(a) And 328 (I) Authorizing Employment And Retention Of Rothschild Inc. As Financial Advisor And Investment Banker To Debtors And (II) Scheduling Final Hearing Thereon (Agenda No. 36, Interim Order);
32. **"FTI Retention"** - Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of FTI Consulting, Inc. As Restructuring And Financial Advisors To Debtors And (II) Scheduling Final Hearing Thereon (Agenda No. 37, Interim Order);
33. **"KCC Retention"** - Application For Order Under 28 U.S.C. § 156(c) Authorizing Retention And Appointment Of Kurtzman Carson Consultants LLC As Claims, Noticing, And Balloting Agent For Clerk Of Bankruptcy Court (Agenda No. 38, Interim Order); and
34. **"Ordinary Course Professionals"** - Motion For Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Agenda No. 31, Scheduling Order Only).

(collectively, the "Motions").

PLEASE TAKE FURTHER NOTICE THAT copies of the first-day hearing notice and the first-day motions are posted on www.delphidocket.com. Parties may participate or attend this hearing in person or by telephone. Telephonic participation and attendance is available by calling Court Conference at (866) 582-6878. Parties wishing to appear through Court Conference should contact Court Conference as early today as possible to register. Under no circumstances may any participant or attendee record or broadcast the proceedings conducted by the Bankruptcy Court.

Dated: New York, New York
October 11, 2005

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: s/ John Wm. Butler, Jr
John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession